

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: :  
STUDENT FINANCE CORPORATION, :  
Debtor. :  
CHARLES A. STANZIALE, JR., : CIVIL ACTION No. 04-1551 (JJF)  
CHAPTER 7 TRUSTEE OF STUDENT :  
FINANCE CORPORATION, :  
Plaintiff, :  
v. :  
PEPPER HAMILTON LLP, et al., :  
Defendants. :  
:

**FAMILY DEFENDANTS' PROPOSED VERDICT FORM**

Dated: October 3, 2007

KAREN LEE TURNER (No. 4332)  
BRYA M. KEILSON (No. 4643)  
Eckert Seamans Cherin & Mellott, LLC  
300 Delaware Avenue, Suite 1210  
Wilmington, DE 19801  
Telephone: (302) 425-0430  
Fax: (302) 425-0431  
E-mail: [kturner@eckertseamans.com](mailto:kturner@eckertseamans.com)

Neil G. Epstein  
Carol L. Press  
Charles F. Forer  
Eckert Seamans Cherin & Mellott, LLC  
Two Liberty Place  
50 South 16<sup>th</sup> Street, 22<sup>nd</sup> Floor  
Philadelphia, PA 19102  
Telephone: (215) 851-8400  
Fax: (215) 851-8383

Attorneys for Defendants Robert L. Bast,  
Pamela Bashore Gagné, the Brennan Trusts  
and W. Roderick Gagné, as Trustee of the  
Brennan Trusts

1. Did the Trustee prove by a preponderance of the evidence that Roderick Gagné was an insider of Student Finance Corporation (“SFC”), as I have defined that term for you?

YES  NO

**If your answer to Question 1 is YES, proceed to Question 2. If your answer to Question 1 is NO, proceed to Question 6.**

2. Did the Trustee prove by a preponderance of the evidence that the Brennan Trusts were “relatives” of Roderick Gagné, as I have defined that term for you, and therefore insiders of SFC?

YES  NO

**Proceed to Question 3 whether your answer to Question 2 is YES or NO**

3. Did the Trustee prove by a preponderance of the evidence that SFC was insolvent on the dates of the loan payments shown on Exhibit A, as I have defined that term for you? Check YES or NO in the appropriate box on the attached schedule, Exhibit A.

**Proceed to Question 4 unless all of your answers to Question 3 are NO. If all of your answers to Question 3 are NO, proceed to Question 6.**

4. Did the Family defendants prove by a preponderance of the evidence that the loan payments shown on Exhibit B were made by SFC in the ordinary course of business between SFC and the Family defendants, as I have explained that defense to you? Check YES or NO in the appropriate box on the attached schedule, Exhibit B.

**If your answer to Question 4 are all YES, proceed to Question 6. If your answers to Question 4 are not all YES, proceed to Question 5.**

5. With respect to any loan payment for which you answered NO in response to Question 4, did the Family defendant who received that payment prove by a preponderance of the evidence that she, he or it gave new value to SFC on or about March 5, 2002, as I have explained that defense to you? Check YES or NO in the appropriate box on the attached schedule, Exhibit C.

**Proceed to Question 6.**

6. Did the Family defendants prove by a preponderance of the evidence that the loan payments on Exhibit D were made by SFC in the ordinary course of business between SFC and the Family defendants, as I have explained that defense to you? Check YES or NO in the appropriate box on the attached schedule, Exhibit D.

**Proceed to Question 7.**

7. Did the Trustee prove by clear and convincing evidence that Andrew Yao transferred his stock in One Summit Place G.P., Inc., DHP G.P., Inc. and Premier Education Group G.P. Inc. ("GP Stock") to certain of the Family defendants with actual intent to hinder, delay or defraud any of his creditors?

YES  NO

**If your answer to Question 7 is YES, proceed to Question 8. If your answer to Question 7 is NO, this is the final question.**

8. Did the Family defendants prove by the preponderance of the evidence that they received the GP Stock in good faith and for a reasonably equivalent value, as I have explained that defense to you?

YES  NO

**END**

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EXHIBIT A

Did Trustee prove by a preponderance of the evidence that SFC was insolvent on the date of each repayment?	Transferee	Payment Date	Payment Amount
<input type="checkbox"/> YES <input type="checkbox"/> NO	Robert L. Bast	June 28, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 23, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$2,000,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$153,334.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 27, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	Pamela Bashore Gagné	June 26, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		June 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$375,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO	Elizabeth B. Brennan Trust	June 26, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO	Elizabeth B. Brennan Trust FBO Phillip B. Gagné	November 12, 2001	\$250,000.00

<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$18,583.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	Elizabeth B. Brennan Trust FBO Elizabeth L. Gagné	November 12, 2001	\$375,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO Phillip B. Gagné	November 12, 2001	\$125,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$9,583.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO Elizabeth L. Gagné	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO W. Roderick Gagné	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00

**EXHIBIT B**

Did the Family defendants prove by a preponderance of the evidence that the loan payments were made in the ordinary course of business?	Transferee	Payment Date	Payment Amount
<input type="checkbox"/> YES <input type="checkbox"/> NO	Robert L. Bast	June 28, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 23, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$2,000,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$153,334.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 27, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	Pamela Bashore Gagné	June 26, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		June 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$375,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO	Elizabeth B. Brennan Trust	June 26, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$7,397.26

<input type="checkbox"/> YES	<input type="checkbox"/> NO	Elizabeth B. Brennan Trust FBO Phillip B. Gagné	November 12, 2001	\$250,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$18,583.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	Elizabeth B. Brennan Trust FBO Elizabeth L. Gagné	November 12, 2001	\$375,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO Phillip B. Gagné	November 12, 2001	\$125,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$9,583.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO Elizabeth L. Gagné	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO W. Roderick Gagné	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00

**EXHIBIT C**

Did the Family defendant prove by a preponderance of the evidence that she, he or it gave new value?	Transferee	Payment Date	Payment Amount
<input type="checkbox"/> YES <input type="checkbox"/> NO	Robert L. Bast	June 28, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 23, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$2,000,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$153,334.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 27, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	Pamela Bashore Gagné	June 26, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		June 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$375,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO	Elizabeth B. Brennan Trust	June 26, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO	Elizabeth B. Brennan Trust FBO Phillip B. Gagné	November 12, 2001	\$250,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$18,583.00

<input type="checkbox"/> YES	<input type="checkbox"/> NO	Elizabeth B. Brennan Trust FBO Elizabeth L. Gagné	November 12, 2001	\$375,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO Phillip B. Gagné	November 12, 2001	\$125,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$9,583.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO Elizabeth L. Gagné	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	James T. Brennan Trust FBO W. Roderick Gagné	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00

**EXHIBIT D**

Did the Family defendants prove by a preponderance of the evidence that the loan payments were made in the ordinary course of business?	Transferee	Payment Date	Payment Amount
<input type="checkbox"/> YES <input type="checkbox"/> NO	Robert L. Bast	March 28, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 2, 2002	\$18,000.00
		April 29, 2002	\$46,842.47
<input type="checkbox"/> YES <input type="checkbox"/> NO	Pamela Bashore Gagné	March 14, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		March 28, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 11, 2002	\$3,600.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$4,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	Elizabeth B. Brennan Trust	March 14, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		March 28, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO	James T. Brennan Trust FBO Phillip B. Gagné	April 2, 2002	\$900.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$1,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	James T. Brennan Trust FBO Elizabeth L. Gagné	April 2, 2002	\$1,800.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$2,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	James T. Brennan Trust FBO W. Roderick Gagné	April 2, 2002	\$1,800.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$2,000.00